

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **November 25, 2016 (November 18, 2016)**

REGENERON PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

New York

(State or other jurisdiction of incorporation)

000-19034
(Commission
File Number)

13-3444607
(I.R.S. Employer
Identification No.)

777 Old Saw Mill River Road, Tarrytown, New York
(Address of principal executive offices)

10591-6707
(Zip Code)

Registrant's telephone number, including area code: **(914) 847-7000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.02. Termination of a Material Definitive Agreement.

Termination of Warrant Agreement with Morgan Stanley & Co. International plc

On November 18, 2016, Regeneron Pharmaceuticals, Inc. ("Regeneron" or the "Company") entered into a Termination Agreement (the "Morgan Stanley Termination Agreement") relating to the Master Terms and Conditions for Warrants, dated as of October 18, 2011, as supplemented by a confirmation dated October 18, 2011 and as amended by the Amendment dated May 16, 2014 and the Second Amendment dated August 5, 2016 (as so supplemented and amended, the "Morgan Stanley Warrant Agreement"), with Morgan Stanley & Co. International plc ("Morgan Stanley"). The Morgan Stanley Warrant Agreement governed the remaining outstanding warrants issued by the Company to Morgan Stanley in 2011 in connection with the issuance of Regeneron's 1.875% convertible senior notes (which matured on October 1, 2016 and are no longer outstanding) and the related hedging transactions.

Pursuant to the Morgan Stanley Termination Agreement, the remaining number of warrants held by Morgan Stanley has been reduced to zero and the Morgan Stanley Warrant Agreement has been terminated effective upon the payment by the Company to Morgan Stanley of an aggregate amount of \$33.5 million.

The Morgan Stanley Termination Agreement contains customary representations and warranties of the Company and Morgan Stanley, respectively.

The foregoing description of the Morgan Stanley Termination Agreement is qualified in its entirety by reference to the full text of the Morgan Stanley Termination Agreement, a copy of which will be filed with the Securities and Exchange Commission as an exhibit to Regeneron's Annual Report on Form 10-K for the year ending December 31, 2016 (the "2016 Form 10-K").

Termination of Warrant Agreement with Goldman, Sachs & Co.

On November 21, 2016, the Company entered into a Termination Agreement (the "Goldman Sachs Termination Agreement") relating to the Master Terms and Conditions for Warrants, dated as of October 18, 2011, as supplemented by a confirmation dated October 18, 2011 and as amended by the Amendment dated May 15, 2014, the Second Amendment dated November 25, 2014, and the Third Amendment dated February 27, 2015 (as so supplemented and amended, the "Goldman Sachs Warrant Agreement"), with Goldman, Sachs & Co. ("Goldman Sachs"). The Goldman Sachs Warrant

Agreement governed the remaining outstanding warrants issued by the Company to Goldman Sachs in 2011 in connection with the issuance of Regeneron's 1.875% convertible senior notes (which matured on October 1, 2016 and are no longer outstanding) and the related hedging transactions.

Pursuant to the Goldman Sachs Termination Agreement, the remaining number of warrants held by Goldman Sachs has been reduced to zero and the Goldman Sachs Warrant Agreement has been terminated effective upon the payment by the Company to Goldman Sachs of an aggregate amount of \$176.2 million.

The Goldman Sachs Termination Agreement contains customary representations and warranties of the Company and Goldman Sachs, respectively.

The foregoing description of the Goldman Sachs Termination Agreement is qualified in its entirety by reference to the full text of the Goldman Sachs Termination Agreement, a copy of which will be filed with the Securities and Exchange Commission as an exhibit to the 2016 Form 10-K.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

REGENERON PHARMACEUTICALS, INC.

/s/ Joseph J. LaRosa

Joseph J. LaRosa
Senior Vice President, General Counsel and
Secretary

Date: November 25, 2016

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